

1 LOTTIE COHEN, ATTORNEY AT LAW SBN 094674
2 LAW OFFICES OF LOTTIE COHEN
3 3637 Motor Avenue, Suite 360
4 Los Angeles, CA 90034
5 Phone 310-204-0099
6 Fax 310-204-0095
7 email: lottie.cohen@sbcglobal.net

8 Attorneys for Plaintiffs

9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES – CENTRAL DISTRICT

10 SHAHZAD M. QUDDUSI, an individual;) CASE NO.: BC 433463
11 SYED MUKHTAR, an individual;)
12 AHTESHAM ASIF, an individual;)
13 ASIF ANSARI, an individual;) FIRST AMENDED COMPLAINT
14 FAZAL CHAUDHRY, an individual;)
15 IBRAHIM SYED, an individual;)
16 INTEKHAB I. SHAIKH, an individual;)
17 ISHRAT SIDDIQUI, an individual;)
18 ISRAR SYED, an individual;)
19 MAIRAJ AHMED, an individual;)
20 MANZAR QURESHI, an individual;)
21 MASOOD RANA, an individual;)
22 MOHAMMAD A. HYE, an individual;)
23 MOHAMMAD ANWAR, an individual;)
24 MOHAMMAD RIAZ, an individual;)
25 MOHAMMAD SAFIR, an individual;)
26 MOHAMMED A.W. KHAN, an)
27 individual; MOHAMMED GHAZNAVI,)
28 an individual; MOHAMMED ISHTIAQ,)
an individual; MUHAMMAD KHALID)
KHAN, an individual;)
MOBIN QAISER, an individual;)
NURUZ JAMAN, an individual;)
PERVEZ ASLAM, an individual;)
PERVEZ MAHMUD, an individual;)
RANA IFTIKHAR AHMAD, an)
individual; SHAHAB UD DIN, an)
SYED KAZI, an individual; and)

1 TASWEER HAYAT, an individual;)
2 derivative action, on behalf of ISLAMIC)
3 CENTER, NORTHRIDGE;)

4 Plaintiffs,)

5 vs.)

6 ISLAMIC CENTER, NORTHRIDGE, a)
7 California nonprofit corporation;)
8 MAHMOOD PAYIND; an individual;)
9 SAJID MAHMUD, an individual;)
10 AMIR BASHAR, an individual;)
11 MUKHTAR AHMAD, an individual;)
12 FAHIM H. KHALIL, an individual;)
13 ZULFIQAR ALI KHAN, an individual;)
14 MOHAMMAD NASIM ZAMANI, an)
15 individual;)
16 QAZI FAZLULLAH, an individual;)
17 QARI YOUSUF, an individual;)
18 and DOES 1 through 100, inclusive,)

19 Defendants.)

20 I.

21 FIRST CAUSE OF ACTION FOR VIOLATIONS OF CALIFORNIA
22 CORPORATIONS CODE AND FOR COURT ORDERED ELECTION OF BOARD OF
23 DIRECTORS

24 (ALL PLAINTIFFS AS AGAINST ALL DEFENDANTS)

25 Plaintiffs SHAHZAD M. QUDDUSI, an individual; SYED MUKHTAR, an
26 individual; AHTESHAM ASIF, an individual; ASIF ANSARI, an individual; FAZAL
27 CHAUDHRY, an individual; IBRAHIM SYED, an individual; INTEKHAB I. SHAIKH,
28 an individual; ISHRAT SIDDIQUI, an individual; ISRAR SYED, an individual;
MAIRAJ AHMED, an individual; MANZAR QURESHI, an individual; MASOOD
RANA, an individual; MOHAMMAD A. HYE, an individual; MOHAMMAD ANWAR,
an individual; MOHAMMAD RIAZ, an individual; MOHAMMAD SAFIR, an
individual; MOHAMMED A.W. KHAN, an individual; MOHAMMED GHAZNAVI, an

1 individual; MOHAMMED ISHTIAQ, an individual; MUHAMMAD KHALID KHAN,
2 an individual; MOBIN QAISER, an individual; NURUZ JAMAN, an individual;
3 PERVEZ ASLAM, an individual; PERVEZ MAHMUD, an individual; RANA
4 IFTIKHAR AHMAD, an individual; SHAHAB UD DIN, an individual; SYED KAZI, an
5 individual; and TASWEER HAYAT, an individual; on behalf of themselves and, as a
6 derivative action, on behalf of ISLAMIC CENTER, NORTHRIDGE, allege as follows:
7

8
9 1. Plaintiffs, SHAHZAD M. QUDDUSI; SYED MUKHTAR; AHTESHAM
10 ASIF; ASIF ANSARI; FAZAL CHAUDHRY; IBRAHIM SYED; INTEKHAB I.
11 SHAIKH; ISHRAT SIDDIQUI; ISRAR SYED; MAIRAJ AHMED; MANZAR
12 QURESHI; MASOOD RANA; MOHAMMAD A. HYE; MOHAMMAD ANWAR;
13 MOHAMMAD RIAZ; MOHAMMAD SAFIR; MOHAMMED A.W. KHAN;
14 MOHAMMED GHAZNAVI; MOHAMMED ISHTIAQ; MUHAMMAD KHALID
15 KHAN; MOBIN QAISER; NURUZ JAMAN; PERVEZ ASLAM; PERVEZ
16 MAHMUD; RANA IFTIKHAR AHMAD; SHAHAB UD DIN; SYED KAZI; and
17 TASWEER HAYAT (collectively, "Plaintiffs"), are individuals residing in the County of
18 Los Angeles, State of California. Plaintiffs are of the Islamic faith and are members of
19 ISLAMIC CENTER, NORTHRIDGE.
20

21
22 2. Defendant ISLAMIC CENTER, NORTHRIDGE ("ICN") is a California
23 nonprofit religious corporation formed for religious, education and charitable purposes,
24 with its principal place of business located at 11439 Encino Avenue, City of Granada
25 Hills, County of Los Angeles. ICN has Articles of Incorporation, Bylaws and to the
26
27
28

1 extent the provisions of those two governing documents do not address corporate
2 functions or limitations, then ICN is subject to the provisions of the California Religious
3 Corporations Code. ICN is a nominal defendant whose presence in this litigation is
4 necessary because its rights are to be adjudicated herein, and this Court would have no
5 jurisdiction to adjudicate such rights in its absence.
6

7
8 3. Defendant SAJID MAHMUD is purportedly a director of ICN. On
9 information and belief, Plaintiffs allege that Defendant SAJID MAHMUD, as stated in
10 ICN's Statement of Information dated May 30, 2008, is an individual residing in the City
11 of Simi Valley, County of Ventura, State of California. Defendant SAJID MAHMUD
12 may have relocated since that time to the City of Scottsdale, State of Arizona.
13

14 4. Defendant AMIR BASHAR is purportedly a director of ICN. Defendant
15 AMIR BASHAR is an individual residing in the City of Granada Hills, County of Los
16 Angeles, State of California.
17

18 5. Defendant MAHMOOD PAYIND is purportedly a director of ICN. On
19 information and belief, Defendant MAHMOOD PAYIND is an individual residing in the
20 County of Los Angeles, State of California.
21

22 6. Defendant MUKHTAR AHMAD is purportedly a director of ICN.
23 Defendant MUKHTAR AHMAD is an individual residing in the City of Sherman Oaks,
24 County of Los Angeles, State of California.
25

26 7. Defendant FAHIM H. KHALIL is purportedly a director of ICN.
27 Defendant FAHIM H. KHALIL is an individual residing in the City of Canoga Park,
28

1 County of Los Angeles, State of California.

2 8. Defendant ZULFIQAR ALI KHAN is purportedly a director of ICN.
3
4 Defendant ZULFIQAR ALI KHAN is an individual residing in the City of Granada Hills,
5 County of Los Angeles, State of California. Collectively, the above-described directors
6 shall be referred to as the "Director Defendants."

7
8 9. Defendant MOHAMMAD NASIM ZAMANI is purportedly an agent of the
9 ICN Director Defendant(s) and/or Defendant QAZI FAZLULLAH. Defendant
10 MOHAMMAD NASIM ZAMANI is an individual residing in the City of West Hills,
11 County of Los Angeles, State of California.
12

13 10. Defendant QAZI FAZLULLAH is an employee of ICN who serves as the
14 Religious Director, or Imam, of ICN's Granada Hills mosque. Defendant QAZI
15 FAZLULLAH is an individual residing in the City of Granada Hills, County of Los
16 Angeles, State of California. Defendant QAZI FAZLULLAH is also ICN's registered
17 agent for service of process.
18

19 11. Defendant QARI YOUSUF is an employee of ICN who serves as the
20 Religious Director of ICN's Tampa Avenue mosque in Northridge, California. Defendant
21 QARI YOUSUF is an individual residing in the City of Northridge, County of Los
22 Angeles, State of California.
23

24 12. The true names and capacities, whether individual, corporate, associate,
25 representative, partnership, or otherwise, of Defendants named herein as DOES 1 through
26 100, inclusive, are unknown to Plaintiffs who therefore sue said Defendants by such
27
28

1 fictitious names. Plaintiffs will amend this Complaint to show their true names and
2 capacities when the same have been ascertained.

3
4 13. Plaintiffs are informed and believe, and thereon allege, that each of the
5 fictitiously named DOE Defendants performed, participated in, and/or abetted the acts
6 alleged herein, and are responsible in some manner for the occurrences herein alleged,
7 and that Plaintiffs' damages herein alleged were legally caused by those Defendants,
8 among others.

9
10 14. Plaintiffs are informed and believe, and thereon allege, that at all times
11 mentioned herein, the Defendants, including DOES 1 through 100, and each of them,
12 were agents, servants, employees, or affiliates of other Defendants and in doing the things
13 alleged herein were acting in the course and scope of the authority of such agency,
14 service, employment, affiliation, or with the permission, knowledge, approval and
15 consent of the other Defendants in that each and every act of each said Defendant was
16 ratified by the others. Plaintiffs are informed and believe, and thereon allege, that each of
17 the DOE Defendants is responsible in some manner for the occurrences herein alleged,
18 and that Plaintiffs' damages as herein alleged were legally caused by the Defendants,
19 among others.

20
21 15. Plaintiffs bring all causes of action and claims in their derivative capacity
22 as ICN members, or former directors, seeking recovery on behalf of ICN. Prior to the
23 initial filing of this lawsuit, no demand to ICN's purported Board of Directors was made,
24 because such demand would have been futile. As detailed herein, the nature and history
25
26
27
28

1 of the dispute between the parties demonstrates that such demand would be futile. Since
2 the filing of this lawsuit and prior to the filing of this First Amended Complaint, many
3 informal and formal demands have been made, including but not limited to discovery,
4 motion to compel verified discovery responses, applications for injunctive and other
5 relief that ICN [and defendants as the persons who currently control ICN] adhere to the
6 California Religious Corporations Code. Venue is proper because ICN's principal place
7 of business is located within this judicial district and several of the defendants reside
8 within this judicial district.
9

10
11 16. ICN was initially formed in 1977 under the name Muslim Association of
12 Los Angeles. In 1989, the Articles of Incorporation were amended to change the
13 corporation's name from Muslim Association of Los Angeles to Islamic Center,
14 Northridge. The status of ICN's bylaws is uncertain. Plaintiffs to date have been unable
15 to obtain a copy of the original bylaws, if such bylaws exist. On information and belief,
16 Plaintiffs allege that ICN's bylaws were amended in their entirety on or about January 21,
17 1979; that additional piecemeal amendments were made to Article IV (relating to
18 membership rights); and that election rules and procedures were adopted.
19

20
21
22 17. As of the date of this FAC, the Court has ordered that only for purposes of
23 effectuating the Court Ordered Election, some aspects of the Bylaws have been modified.
24

25 ICN owns and operates two mosques, one located at 11439 Encino Avenue,
26 Granada Hills, California (the "Granada Hills Mosque"), and the other located at 8424
27 Tampa Avenue, Northridge, California (the "Tampa Mosque"). Additionally, ICN owns
28

1 three residential dwellings: one located at 11439 Encino Avenue, Granada Hills, adjacent
2 to the Granada Hills Mosque; the second located at 17544 Rinaldi Street, Granada Hills,
3 near the Granada Hills Mosque; and the third located at 8427 Sylvia Avenue, Northridge,
4 near the Tampa Mosque. Both the Granada Hills Mosque and the Tampa Mosque were
5 designed, funded and built by Plaintiffs and other members of ICN and the Islamic
6 community in and around the San Fernando Valley.
7

8
9 18. About 16 years ago, ICN hired Defendant QAZI FAZLULLAH, as an
10 employee, to serve as ICN's Religious Director. Soon thereafter, ICN hired Defendant
11 QARI YOUSUF as an employee.. QAZI FAZLULLAH began serving as the Religious
12 Director of the Granada Hills Mosque, which was constructed in approximately 1996.
13 QARI YOUSUF began serving as the Religious Director of the Tampa Mosque.
14

15 19. Defendant QAZI FAZLULLAH's and Defendant QARI YOUSUF's
16 functions as ICN employees did not permit them to interfere with, override or prohibit the
17 elections for ICN's Board of Directors. Defendant QAZI FAZLULLAH, Defendant
18 QARI YOUSUF, and the other named Defendants, have effectively seized control of ICN
19 by prohibiting full and fair democratic annual elections of directors of the ICN Board of
20 Directors.
21

22 20. In particular, Defendants, including, without limitation, the Director
23 Defendants, QAZI FAZLULLAH, QARI YOUSUF and ICN, have engaged in the
24 following practices, and continue to do so, including:
25

26 (a) Failing, for at least the past four years, to hold full and fair democratically
27
28

1 called and held corporate elections;

2 (b) Refusing to approve duly completed membership applications meeting
3 ICN's stated criteria for membership.
4

5 (c) Failing to keep a record of ICN members reflecting their names and
6 addresses and the class of membership held by each, and retaining completed
7 membership applications indefinitely, with no explanation as to whether such
8 applications have ever been accepted or rejected;
9

10 (d) Arbitrarily changing ICN's membership application forms from time-to-
11 time, thereby forcing existing members to "re-apply," providing a fresh
12 opportunity to exclude those perceived by Defendants to be disloyal or
13 undesirable;
14

15 (e) Unilaterally selecting, terminating and replacing new directors to the Board
16 of Directors at will, in order to perpetuate a circle of loyalty to QAZI
17 FAZLULLAH and QARI YOUSUF, contrary to the rights of ICN members to elect
18 directors;
19

20 (f) Failing to ensure that the activities and affairs of the corporation pertaining
21 to elections of the board of directors are conducted, and all corporate powers are
22 exercised, by or under the direction of Board of Directors;
23

24 (g) Allowing directors to serve for a term in excess of one year, in the absence
25 of any provision in the articles or the bylaws permitting any longer term;
26

27 ///

- 1 (h) Refusing to permit members to inspect corporate bylaws at reasonable
2 times during office hours, or at all, and failing to keep at the principal office of
3 ICN a copy of the articles and bylaws as amended to date;
4
- 5 (i) Refusing to allow a full and fair nomination procedure of candidates to be
6 voted upon in elections for the Board of Directors.
7
- 8 (j) Refusing members' requests, both oral and written, to inspect and copy the
9 record of all the members' names, addresses and voting rights at reasonable times,
10 or at all;
11
- 12 (k) Failing to keep minutes of the proceedings of ICN's members, board and
13 committees of the board;
14
- 15 (l) Failing to hold regular board meetings or to provide notice of board or
16 directors' regular or special meetings;
17
- 18 (m) Failing to properly call or hold full and fair membership meetings allowing
19 for voting for the ICN board of directors.
20
- 21 (n) Arbitrarily changing the fixed number of directors authorized by the articles
22 bylaws, or California Religious Corporations Code without gaining approval of
23 the members to do so;
24
- 25 (o) Attempting to make substantive changes to corporate bylaws without first
26 obtaining membership approval;
27
- 28 (p) Failing to adhere to the ICN Bylaws and California Religious Corporations
Code provisions for calling and holding membership meetings to vote upon new

1 board of directors for many years, meanwhile selecting new directors and
2 removing existing directors without due process.

3
4 (q) Improperly denying membership status to long-standing ICN members who
5 have satisfied legitimate qualifications for membership;

6 (r) Completely abandoning all corporate requirements and formalities to call
7 and hold elections of boards of directors, such that ICN denied members their
8 corporate rights to vote, nominate candidates, and call for and hold full and fair
9 membership meeting to elect new representative board of directors.
10

11 21. By engaging in the wrongful conduct stated herein above, the individual
12 Defendants, the Islamic Center, Northridge and DOES 1-50, inclusive and each of them,
13 violated numerous provisions of the California Religious Corporations Code as follows:
14

15 22. Violations of Corporations Code § 9151 by Defendants include:
16

17 (a) Except as otherwise provided in the articles or bylaws, once members
18 have been admitted, a bylaw specifying or changing a fixed number of
19 directors, or the maximum or minimum number of directors, or
20 changing from a fixed to a variable board or vice versa, may only be
21 adopted by approval of the members;
22

23 (b) Plaintiffs are informed and believe that, prior to the usurpation of ICN
24 by Defendants, the bylaws of ICN provided for a fixed number of
25 directors;
26
27
28

1 (c) For at least the past four years, the members of ICN did not at any time
2 approve any bylaw specifying or changing a fixed number of directors,
3 any bylaw specifying or changing the maximum or minimum number of
4 directors; or any bylaw specifying or changing the composition of the
5 ICN Board from a fixed to a variable board or vice versa;
6

7 (d) Plaintiffs are informed and believe that Defendants improperly changed
8 the number of directors of ICN's Board without the authorization of
9 ICN's members;
10

11 (e) Plaintiffs have been damaged as a result of Defendants' conduct
12 according to proof at trial.
13

14 23. Violations of Corporations Code § 9160 by Defendants include:

15 (a) Every nonprofit religious corporation must keep at its principal office the
16 original or a copy of its articles and bylaws as amended to date, which must
17 be open to inspection by the members at all reasonable times during office
18 hours;
19

20 (b) For at least the past four years, Defendants did not, and do not, keep any
21 copy or original of ICN's articles or bylaws (as amended to date) in the
22 principal office of ICN, as required;
23

24 (c) For at least the past four years, Defendants have refused to permit members
25 to inspect corporate bylaws at reasonable times during office hours, or at
26 all;
27
28

1 (d) Plaintiffs have been damaged as a result of Defendants' conduct according
2 to proof at trial.
3

4 24. Violation of Corporations Code § 9210 by Defendants include:

5 (a) Each nonprofit religious corporation must have a board of directors;

6 (b) The activities and affairs of a corporation must be conducted and all
7 corporate powers must be exercised by or under the direction of the board;

8 (c) Elections have not been conducted at ICN over at least the past four years;

9 (d) ICN presently has no authorized Board of Directors;

10 (e) Defendants have failed to hold regular board meetings and to provide
11 proper notice of any such meetings;

12 (f) Defendants have abandoned all corporate requirements and formalities;

13 (g) Defendants QAZI FAZLULLAH and QARI YOUSUF have usurped
14 complete control over the corporation, preventing any board from directing the
15 activities of the corporation;
16

17 (h) Plaintiffs have been damaged as a result of Defendants' conduct according
18 to proof at trial.
19

20 25. Violations of Corporations Code § 9220(a) by Defendants include:

21 (a) In the absence of any provision in the articles or bylaws, the term of
22 directors of a nonprofit religious corporation shall be one year;

23 (b) Plaintiffs are informed and believe that, for the reasons stated herein,
24 Defendant ICN has no effective article or bylaw specifying the term of directors;
25
26
27
28

1 (c) Defendants have allowed purported directors to serve for a term in excess
2 of one year;

3
4 (d) Plaintiffs have been damaged as a result of Defendants' conduct according
5 to proof at trial.

6 26. Violations of Corporations Code § 9510(a) by Defendants include:

7 (a) Every corporation must keep adequate and correct books and records of
8 account;

9
10 (b) Every corporation must keep minutes of the proceedings of its members,
11 board and committees of the board;

12 (c) Every corporation must keep a record of its members giving their names
13 and addresses and the class of membership held by each;

14 (d) Defendants have failed, and continue to fail, to keep books and records of
15 account, minutes, and a record of members for at least the past four years;

16 (e) Plaintiffs have been damaged as a result of Defendants' conduct according
17 to proof at trial.

18
19 27. Violations of Corporations Code § 9414 by Defendants include:

20 (a) Plaintiff alleges that, based upon the allegations stated herein, it has
21 become impractical and unduly difficult for a meeting of ICN's members,
22 delegates or directors to be called or conducted, in the manner purportedly
23 prescribed by its articles or bylaws; The issuance of a Court Order has become
24
25
26
27
28

1 necessary in order to call such a meeting in order to obtain a proper vote of the
2 corporation's members.

3
4 28. Violations of Corporations Code § 9418 form the gravamen of this lawsuit.

5 (a) Plaintiffs seek relief pursuant to California Corporations Code section
6 9418, which provides:

7 "§ 9418. Determination by court of election or appointment of director;
8 Hearing; Notice; Findings"

9
10 (a) Upon the filing of an action therefore by any director or
11 member, or by any person who had the right to vote in the election at
12 issue after such director, member, or person has exhausted any
13 remedies provided in the articles or bylaws, the superior court of the
14 proper county shall determine the validity of any election or
15 appointment of any director of any corporation.
16

17
18 (b) Upon the filing of the complaint, and before any further
19 proceedings are had, the court shall enter an order fixing a date for the
20 hearing, which shall be within five days unless for good cause shown a
21 later date is fixed, and requiring notice of the date for the hearing and a
22 copy of the complaint to be served upon the corporation and upon the
23 person whose purported election or appointment is questioned and
24 upon any person (other than the plaintiff) whom the plaintiff alleges to
25 have been elected or appointed, in the manner in which a summons is
26
27
28

1 required to be served, or, if the court so directs, by registered mail; and
2 the court may make such further requirements as to notice as appear to
3 be proper under the circumstances.
4

5 (c) The court, consistent with the provisions of this part and in
6 conformity with the articles and bylaws to the extent feasible, may
7 determine the person entitled to the office of director or may order a
8 new election to be held or appointment to be made, may determine the
9 validity of the issuance of memberships and the right of persons to vote
10 and may direct such other relief as may be just and proper".
11
12

13 29. Plaintiffs request that the Court take jurisdiction and supervise the election
14 of a Board of Directors of ICN in order to protect all parties in interest. Defendant's
15 have violated several other key corporate governance statutes as alleged above. Each of
16 said violations constitute acts or omissions related to Defendant's failure to call and hold
17 a full and fair membership vote to elect a new Board of Directors.
18

19 30. Defendants have not complied with the statutory requirements for the
20 election and/or appointment of board members of the corporation, as detailed herein.
21 Plaintiffs, as members of ICN, have been improperly excluded from the management of
22 ICN's affairs;
23

24 31. ICN can no longer operate effectively in the community and there is a
25 danger that its property, including all assets, will be impaired or lost, and its reputation
26 destroyed;
27
28

1 32. Defendants have, at minimum, converted the assets of ICN to their own
2 personal use, failed to comply with the Corporations Code in purportedly establishing a
3 Board of Directors, and failed to account for any of the corporate monies received,
4 making court supervision of a board election wholly appropriate under the circumstances;
5

6 33. Without such supervision, Defendants' wrongful conduct will continue to
7 cause significant injury to Plaintiffs and to ICN.
8

9 34. Pursuant to Corporations Code section 9418 Plaintiffs seek orders and
10 judgment for all of the relief thus far ordered by the trial court, as set forth in the Court's
11 orders and Special Master Reports, or as stipulated to between the parties in writing,
12 including but not limited to :
13

14 A. Determine the list of ICN members eligible to vote for the Court Ordered
15 election of a new ICN Board of Directors, and determine the validity of the
16 memberships; and
17

18 B. Determine the qualifications of members who can be nominated as
19 candidates for the election of a new ICN Board of Directors; and
20

21 C. Determine the number of directors to be elected and the length of their
22 term; and
23

24 D. Determine the method, mode, protocol, supervision, election inspectors
25 and other procedures set forth in the Special Master's Report Number 4, and
26 otherwise, so that a full and fair democratic election of a new ICN Board of
27 Directors can occur, including resolving any disputes related to the election; and
28

1 E. As a result of the Court ordered election, issue enforceable orders to cause
2 the timely transfer of all of the ICN books, records, accounts, keys, personal and
3 real property to be under the operational control of the newly elected ICN Board
4 of Directors; and
5

6 F. Enforce all of this Court's Orders and approved Special Master Reports;
7 and
8

9 G. Direct such other relief as may be just and proper, including but not limited
10 to ordering an accounting, mandatory and prohibitory injunctive relief, declaratory relief,
11 receivership authorized under Code of Civil Procedure section 564 to preserve the
12 property and rights of the members of ICN, and other equitable relief; and
13

14 H. Continue this court's jurisdiction over the parties and this Court's orders, so as
15 to be able to effectuate further relief as sought, in connection with this lawsuit and the
16 related lawsuits.
17

18 PRAYER

19 WHEREFORE THE PLAINTIFFS PRAY FOR RELIEF AND JUDGMENT ON THE
20 FIRST CAUSE OF ACTION AS FOLLOWS:
21

22 A. DUE TO DEFENDANTS' Violation of Corporations Code § 9151

23 1. For a determination of the validity of any purported changes to the bylaws
24 specifying or changing a fixed number of directors; any bylaw specifying
25 or changing or the maximum or minimum number of directors; and any
26
27
28

1 bylaw specifying or changing the composition of the ICN Board from a
2 fixed to a variable board or vice versa;

- 3
4 2. For an Order fixing a date for hearing within five (5) days of the filing of
5 this Complaint to determine the invalidity of the purported 2010
6 appointment and/or election of the Director Defendants, pursuant to
7 Corporations Code section 9418;
8
9 3. For an Order requiring that a new election be held or appointment made;
10
11 4. For costs of suit herein; and
12
13 5. For any such other and further relief the Court determines is just and
14 proper.

15 **B. DUE TO DEFENDANTS' Violation of Corporations Code § 9160**

- 16 1. For an Order requiring that the original or a copy of ICN's articles and
17 bylaws as amended to date be returned to, and maintained at, ICN's
18 principal office;
19
20 2. For an Order requiring Defendants to permit members to inspect ICN's
21 articles and bylaws immediately;
22
23 3. For appointment of one or more competent independent accountants to
24 audit the financial statements of ICN and Defendants, and to report their
25 findings to this Court and Plaintiffs, pursuant to Corporations Code section
26 9514(a);
27
28

- 1 4. For an Order requiring that ICN and Defendants produce for the appointed
2 accountants all books and documents in their custody or power, under
3 penalty of punishment for contempt of court, pursuant to Corporations
4 Code section 9514(b);
- 5 5. For an Order requiring that all expenses of the investigation or audit be paid
6 by the corporation, pursuant to Corporations Code section 9514(c);
- 7 6. For reimbursement of all expenses, as provided by Corporations Code
8 section 9514(c);
- 9 7. For cost of suit herein including pre-judgment interest;
- 10 8. For costs of suit herein; and
- 11 9. For any such other and further relief the Court determines is just and
12 proper.

13 C. DUE TO DEFENDANTS Violations of Corporations Code §§ 9210 and
14 9220(a)

- 15 1. For an Order designating the time and place of a special meeting of
16 members for the purpose of electing members to the Board of Directors of
17 the corporation, pursuant to Corporations Code section 9411(c);
- 18 2. For an Order designating the record date for a determination of members
19 entitled to vote for candidates for the Board of Directors;
- 20 3. For an Order specifying the form of notice for the special meeting of
21 members;

- 1 4. For costs of suit herein; and
- 2
- 3 5. For any such other and further relief the Court determines is just and
- 4 proper.
- 5 D. DUE TO DEFENDANTS' Violation of Corporations Code § 9510(a)
- 6 1. For an Order requiring that adequate and correct books and records of
- 7 account be produced and maintained beginning immediately;
- 8
- 9 2. For an Order requiring that proper minutes of any and all meetings of
- 10 members, the Board of Directors and Committees of the Board, if any, be
- 11 produced and maintained;
- 12
- 13 3. For an Order requiring that a record of the corporation's members
- 14 (including names, addresses and the class of membership held by each, as
- 15 applicable) be produced and maintained;
- 16
- 17 4. For reimbursement of all expenses, as provided by Corporations Code
- 18 section 9514(c);
- 19
- 20 5. For cost of suit herein including pre-judgment interest;
- 21 6. For costs of suit herein; and
- 22 7. For any such other and further relief the Court determines is just and
- 23 proper.
- 24 E. DUE TO DEFENDANTS' Violation of Corporations Code § 9414
- 25 1. For a Court Order calling a meeting of the corporation's members and
- 26 Board; or
- 27
- 28

2. For a Court Order authorizing the use of a written ballot or other form of obtaining the vote of members; and
3. A determination by this Court of the corporation's current members and directors;
4. For costs of suit herein; and
5. For any such other and further relief the Court determines is just and proper.

F. DUE TO DEFENDANTS Violation of Corporations Code § 9418

On Corporations Code section 9418 Plaintiffs seek Court orders and judgment for all of the relief thus far ordered by the trial court, as set forth in the Court's Orders and Special Master Reports, or as stipulated to between the parties in writing, including but not limited to :

1. Determine the list of ICN members eligible to vote for the Court Ordered election of a new ICN Board of Directors, and determine the validity of the memberships; and
2. Determine the qualifications of members who can be nominated as candidates for the election of a new ICN Board of Directors; and
3. Determine the number of directors to be elected and the length of their term; and
4. Determine the method, mode, protocol, supervision, election inspectors and other procedures set forth in the Special Master's Report Number 4, and

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

otherwise, so that a full and fair democratic election of a new ICN Board of Directors can occur, including resolving any disputes related to the election; and

5. As a result of the Court ordered election, issue enforceable orders to cause the timely transfer of all of the ICN books, records, accounts, keys, personal and real property to be under the operational control of the newly elected ICN Board of Directors; and

6. Enforce all of this Court's Orders and approved Special Master Reports; and

7. Direct such other relief as may be just and proper, including but not limited to ordering an accounting, mandatory and prohibitory injunctive relief, declaratory relief, receivership authorized under Code of Civil Procedure section 564 to preserve the property and rights of the members of ICN, and other equitable relief; and

8. Continue this court's jurisdiction over the parties and this Court's Orders, so as to be able to effectuate further relief as sought, in connection with this lawsuit and the related lawsuits.

9. For costs of suit herein; and

///

///

///

///

1 10. For any such other and further relief the Court determines is just and
2 proper.
3

4 Respectfully submitted,

5 Dated: _____ 2011

6 _____
7 Lottie Cohen,
8 Attorney for Plaintiffs
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28